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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	Chapter 11
	:	
QUIRKY, INC., et al. ¹	:	Case No. 15-12596 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AMENDED HEARING AGENDA

Time and Date of Hearing: **October 23, 2015** at **9:00 am** (prevailing Eastern Time)
(the "Hearing").

Location of Hearing: Judge Glenn's Courtroom, United States Bankruptcy Court for the
Southern District of New York, One Bowling Green,
New York, New York 10004-1408

Copies of Motions: A copy of each of the pleadings can be viewed on the Court's
website at www.ecf.nysb.uscourts.gov, and at the website at
www.quirkybankruptcy.com or by contacting Omni directly at

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Quirky, Inc. (2873); Wink, Inc. (8826); and Undercurrent Acquisition, LLC (9692). The Debtors' principal offices are located at 606 West 28th Street, Seventh Floor, New York, NY 10001.

Quirky, Inc. c/o Omni Management Group, LLC 16161 Ventura Blvd., Suite C, PMB 480, Encino, CA 91436, by email at quirky@omnimgt.com, by telephone at (866) 989-6144, or by facsimile at (818) 783-2737.

I. CONTINUED MATTERS SCHEDULED FOR THE HEARING

1. **Case Management Motion.** Motion of an Order Implementing Certain Notice and Case Management Procedures [Filed 9/22/15; Docket No. 7].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection received from the Committee. The informal objection has been resolved.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s):

- (a) Interim Order signed on 9/25/2015 Implementing Certain Notice and Case Management Procedures [Docket No. 44].

2. **Cash Management Motion.** Motion for an Order Authorizing the Debtors to (i) Continue to Use Existing Cash Management System, (ii) Maintain Existing Bank Accounts and Business Forms, and (iii) Waive Requirements of Section 345(b) of the Bankruptcy Code [Filed 9/22/15; Docket No. 8].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection from the U.S. Trustee. The informal objection has been resolved.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s):

- (a) Interim Order signed on 9/25/15 Authorizing Debtors to (i) Continue to Use Existing Cash Management System, (ii) to Maintain Existing Bank Accounts and Business Forms, and (iii) Waive Requirements of Section 345(b) of the Bankruptcy Code [Docket No. 34].

3. **Employee Wages Motion.** Motion for Interim and Final Orders Authorizing (i) Payment of Wages, Compensation and Employee Benefits and (ii) Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Filed 9/22/15; Docket No. 10].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection received from the Committee. The informal objection has been resolved.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s):

- (a) Interim Order signed on 9/25/15 Authorizing (i) Payment of Wages, Compensation and Employee Benefits and (ii) Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 41].

- 4. **Critical Vendor Motion.** Motion for Entry of Interim and Final Orders Authorizing (i) the Debtors to Pay Prepetition Claims of Certain Critical Vendors and Service Providers Related to the Wink Business and (ii) Banks and Other Financial Institutions to Receive, Process, Honor, and Pay Checks Issues and Electronic Payment Requests Relating to the Foregoing [Filed 9/22/15; Docket No. 15].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s):

- (a) Interim Order signed on 9/25/15 Authorizing (i) the Debtors to Pay Prepetition Claims of Certain Critical Vendors and Service Providers Related to the Wink Business and (ii) Banks and Other Financial Institutions to Receive, Process, Honor, and Pay Checks Issued and Electronic Payment Requests Relating to the Foregoing [Docket No. 43].

- 5. **Liens Motion.** Motion for Entry of Interim and Final Orders Authorizing (i) the Debtors to Pay Prepetition Claims of Certain Customs, Shipper, Warehousemen and Common Carriers and (ii) Banks and Other Financial Institutions to receive, Process, Honor, and Pay Checks Issued and Electronic Payment Requests relating to the Foregoing [Filed 9/22/15; Docket No. 13].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s):

- (a) Interim Order signed on 9/25/15 Authorizing (i) the Debtors to Pay Prepetition Claims of Certain Customs, Shipper, Warehousemen and Common Carriers and (ii) Banks and Other Financial Institutions to Receive, Process, Honor and Pay Checks Issued and Electronic Payment Requests Relating to the Foregoing [Docket No. 39].

- 6. **Cash Collateral Motion.** Debtors' motion for Entry of Interim and Final Orders (i) Authorizing Debtors to use Cash Collateral, (ii) Granting Adequate protection, (iii) Scheduling a Final Hearing, and (iv) Granting Certain Related Relief [Filed 9/22/15; Docket No. 16].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objections received from the Committee and Comerica. The informal objections have been resolved.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s):

- (a) Interim Order signed on 9/25/15 (i) Authorizing Debtors to Use Cash Collateral, (ii) Granting Adequate Protection, (iii) Scheduling a Final Hearing, and (iv) Granting Certain Related Relief [Docket No. 45].

II. NEW MATTERS SCHEDULED FOR THE HEARING

- 7. **Utilities Motion.** Motion for an Order (i) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service, (ii) Deeming Utilities Adequately Assured for Future Payment, and (iii) Establishing Procedures For Determining Adequate Assurance of Payment [Docket No. 11].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s): None.

- 8. **KEIP/KERP Motion.** Motion for an Order Authorizing the Debtors to Adopt and Implement (I) a Key Employee Incentive Plan and (II) A Key Employee Retention Program [Filed 10/2/15; Docket No. 65].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection received from the Committee. The informal objection has been resolved.

- (a) Objection of the United States Trustee to Debtors' Motion for Order Authorizing the Debtors to Adopt and Implement (i) a Key Employee Incentive Plan and (ii) a Key Employee Retention Plan [Filed 10/14/15; Docket No. 95].

Status: The objection of the United States Trustee remains unresolved at this time. This matter is moving forward on a **contested** basis.

Related Pleading(s):

- (b) *Ex Parte* Motion for Entry of an Order Authorizing the Debtors to File Under Seal Certain Confidential Information Pertaining to the Motion for an Order Authorizing the Debtors to Adopt and Implement (I) A Key Employee Incentive Plan and (II) A Key Employee Retention Program [Filed 10/2/15; Docket No. 66].

Responses Received:

- (i) Objection of The United States Trustee to Debtors' *Ex Parte* Motion for Entry of an Order Authorizing the Debtors to File Under Seal Certain Confidential Information Pertaining to the Motion for an Order Authorizing the Debtors to Adopt and Implement (I) A Key Employee Incentive Plan and (II) A Key Employee Retention Program [Filed 10/5/15; Docket No. 68].

Status: The objection of the United States Trustee remains unresolved at this time. This matter is moving forward on a **contested** basis.

(c) Supplemental Declaration of Michael Katzenstein in Support of Motion for an Order Authorizing the Debtors to Adopt and Implement (I) a Key Employee Incentive Plan and (II) A Key Employee Retention Program [Filed 10/22/15; Docket No. 114].

(d) Supplemental Declaration of John Bosacco in Support of Debtors' Motion for an Order Authorizing the Debtors to Adopt and Implement (I) a Key Employee Incentive Plan and (II) A Key Employee Retention Program [Filed 10/22/15; Docket No. 116].

9. **Quirky Bidding Procedures Motion.** Debtors' Motion for Entry of (I) an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Certain Assets Related to the Business of Quirky, Inc., (B) Approving Procedures for Assumption and Assignment of Executory Contracts, (C) Approving the Form and Manner of Notice, and (D) Scheduling an Auction and a Sale Hearing and (II) an Order Authorizing and Approving the Sale of Assets of Quirky, Inc. [Filed 10/1/15; Docket No. 60].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received:

- (a) Objection of the United States Trustee to Motion for Entry of (I) An Order (A) Approving Bidding Procedures and Bid Protections In Connection with the Sale of Certain Assets Related to the Business of Quirky, Inc., (B) Approving Procedures for Assumption and Assignment of Executory Contracts, (C) Approving the Form and Manner of Notice, and (D) Scheduling an Auction and a Sale Hearing, and (II) An Order Authorizing and Approving the Sale of Assets of Quirky, Inc. [Filed 10/7/15; Docket No. 80].
- (b) Objection of the Committee of Unsecured Creditors to Motion for Entry of (I) An Order (A) Approving Bidding Procedures and Bid Protections In Connection with the Sale of Certain Assets Related to the Business of Quirky, Inc., (B) Approving Procedures for Assumption and Assignment of Executory Contracts, (C) Approving the Form and Manner of Notice, and (D) Scheduling an Auction and a Sale Hearing, and (II) An Order Authorizing and Approving the Sale of Assets of Quirky, Inc. [Filed 10/7/15; Docket No. 105].

Status: The objection of the United States Trustee has been resolved. The objection of the Committee remains unresolved at this time. This matter is moving forward on a **contested** basis.

Related Pleading(s):

- (c) Declaration of Gabe Fried in Support of Debtors' Motion for Entry of (I) an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Certain Assets Related to the Business of Quirky, Inc., (B) Approving Procedures for Assumption and Assignment of Executory Contracts, (C) Approving the Form and Manner of Notice, and (D) Scheduling an Auction and a Sale Hearing and (II) an Order Authorizing and Approving the Sale of Assets of Quirky, Inc. [Filed 10/1/15; Docket No. 61].
 - (d) *Ex Parte* Motion of the Debtors to Shorten Time with Respect to a Hearing on the Debtors' Motion for Entry of (I) an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Certain Assets Related to the Business of Quirky, Inc., (B) Approving Procedures for Assumption and Assignment of Executory Contracts, (C) Approving the Form and Manner of Notice, and (D) Scheduling an Auction and a Sale Hearing and (II) an Order Authorizing and Approving the Sale of Assets of Quirky, Inc. [Filed on 10/1/15; Docket No. 62].
 - (i) Order Denying *Ex Parte* Motion of the Debtors to Shorten Time with Respect to a Hearing on the Debtors' Motion for Entry of (I) an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Certain Assets Related to the Business of Quirky, Inc., (B) Approving Procedures for Assumption and Assignment of Executory Contracts, (C) Approving the Form and Manner of Notice, and (D) Scheduling an Auction and a Sale Hearing and (II) an Order Authorizing and Approving the Sale of Assets of Quirky, Inc. [Entered on 10/2/15; Docket No. 64].
10. **Cooley Retention Application.** Debtors' Application for an Order Authorizing Employment and Retention of Cooley LLP as Counsel for Debtors and Debtors in Possession, *Nunc Pro Tunc* to the Petition Date [Filed 9/29/15; Docket No. 50].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection received from the Committee. The informal objection has been resolved.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s): None.

11. **FTI Retention Application.** Debtors' Application for an Order Authorizing Employment and Retention of FTI Consulting, Inc. as Financial Advisor for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Filed 9/29/15; Docket No. 49].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection received from the Committee. The informal objection has been resolved.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s): None.

12. **Centerview Retention Application.** Debtors' Application for Order Under Bankruptcy Code Sections 327(a) and 328 and Bankruptcy Rules 2014 and 2016 Authorizing Employment and Retention of Centerview Partners LLC to Serve as Investment Banker to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Filed 9/29/15; Docket No. 48].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection received from the Committee. The informal objection has been resolved.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s): None.

13. **Hilco Streambank Retention Application.** Debtors' Application for Order Under Bankruptcy Code Sections 327(a) and 328 and Bankruptcy Rules 2014 and 2016 Authorizing Employment and Retention of Hilco LP Services, LLC D/B/A Hilco Streambank to Serve as Disposition Consultant to the Debtors and Debtors in Possession with Respect to Certain Assets of Quirky, Inc., *Nunc Pro Tunc* to the Petition Date [Filed 10/6/15; Docket No. 74].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection received from the Committee. The informal objection has been resolved without any changes to the original form of order.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be filed with the Court under Certification of No Objection.

Related Pleading(s):

- (a) Certificate of No Objection Regarding Debtors' Application for Order Under Bankruptcy Code Sections 327(a) and 328 and Bankruptcy Rules 2014 and 2016 Authorizing Employment and Retention of Hilco LP Services, LLC D/B/A Hilco Streambank to Serve as Disposition Consultant to the Debtors and Debtors in Possession with Respect to Certain Assets of Quirky, Inc., *Nunc Pro Tunc* to the Petition Date [Filed 10/22/15; Docket No. 112].

14. **Klestadt Retention Application.** Debtors' Application for an Order Authorizing the Employment and Retention of Klestadt Winters Jureller Southard & Stevens, LLP as Conflicts Counsel to the Debtors and Debtors in Possession, *Nunc Pro Tunc* to the Petition Date [Filed on 9/30/15; Docket No. 52].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection received from the Committee. The informal objection has been resolved.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s): None.

15. **Ordinary Course Professional Motion.** Debtors' Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business [Filed 10/9/15; Docket No. 87].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: Informal objection received from the Committee. The informal objection has been resolved.

Status: This matter is moving forward on an **uncontested** basis. A form of order will be presented to the Court at the Hearing.

Related Pleading(s): None.

16. **Rust/Omni Retention Application.** Application of the Debtors for Order Authorizing Retention and Appointment of Rust Consulting/Omni Bankruptcy as Administrative Agent for the Debtors Pursuant to 11 U.S.C. § 327(a) *Nunc Pro Tunc* to the Petition Date [Filed 10/7/15; Docket No. 82].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Status: This matter has been **adjourned** to a later date.

Related Pleading(s): None.

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17. **Interim Compensation Motion.** Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals [Filed 10/7/15; Docket No. 81].

Response Deadline: October 16, 2015 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Status: This matter has been **adjourned** to later date.

Related Pleading(s): None

Dated: October 22, 2015
New York, New York

Respectfully submitted,

By: /s/ Jeffrey L. Cohen
Jeffrey L. Cohen

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